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DENSO CORPORATION and TD SCAN (U.S.A.), INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

SILICONIX INCORPORATED, a Delaware
corporation,

Plaintiff,

vs.

DENSO CORPORATION, a Japanese
corporation, and TD SCAN (U.S.A.), INC., a
Michigan corporation,

Defendants.

AND CONSOLIDATED ACTION
NOS. C 04-00344 WHA and C 05-03617 WHA.

CASE NO. C 05-01507 WHA

**STIPULATION AND ~~PROPOSED~~ ORDER
DISMISSING SILICONIX'S
AFFIRMATIVE DEFENSES TO THE
COUNTERCLAIMS BROUGHT BY
DENSO CORPORATION AND TD SCAN
(U.S.A.), INC. WITHOUT PREJUDICE**

STIPULATION

WHEREAS, on June 23, 2005 Siliconix incorporated (“Siliconix”) alleged in its Amended Complaint against DENSO CORPORATION (“DENSO”) and TD SCAN (U.S.A.), INC. (“TD SCAN”) that DENSO and TD SCAN infringe U.S. Patent No. 5,094,785.

WHEREAS, DENSO and TD SCAN separately answered the Amended Complaint and each alleged two Counterclaims against Siliconix, requesting a declaration of non-infringement and a declaration of invalidity of the ‘785 patent.

WHEREAS, on September 12, 2006, Siliconix served and filed responsive pleadings titled “Siliconix incorporated’s Reply and Affirmative Defenses to DENSO CORPORATION’S Counterclaims” and “Siliconix incorporated’s Reply and Affirmative Defenses to TD SCAN (U.S.A.), INC.’s Counterclaims,” and in each of these two responsive pleadings raised four Affirmative Defenses to the Counterclaims of DENSO and TD SCAN.

WHEREAS, after a meet and confer process regarding Siliconix’s Affirmative Defenses, Siliconix has agreed to dismiss the Affirmative Defenses.

WHEREAS, Siliconix continues to assert that DENSO and TD SCAN are liable for patent infringement, that the patent at issue in this case is valid, and all other arguments and claims described in its pleadings and other papers in this case remain in force except as expressly set forth herein;

WHEREAS, DENSO and TD SCAN continue to assert they are not liable for patent infringement, that the patent at issue in this case is invalid, and all other arguments, claims, and defenses described in their pleadings and other papers in this case remain in force except as expressly set forth herein;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between Siliconix, on the one hand, and DENSO and TD SCAN, on the other hand, through their respective counsel of record, as follows:

1. Siliconix shall withdraw all of the Affirmative Defenses raised in “Siliconix incorporated’s Reply and Affirmative Defenses to DENSO CORPORATION’S Counterclaims” and “Siliconix incorporated’s Reply and Affirmative Defenses to TD SCAN (U.S.A.), INC.’s

Counterclaims” dated September 12, 2005, for all purposes for the remainder of this case and such Affirmative Defenses are hereby dismissed without prejudice.

2. This Stipulation may not be used by any party for any purpose except to seek and obtain dismissal of the Affirmative Defenses identified above.

Dated: July 14, 2006

KIRKLAND & ELLIS LLP

By: /s/ Brent Caslin

Attorneys for Defendants and Counterclaimants
DENSO CORPORATION and TD SCAN (U.S.A.), INC.

Dated: July 14, 2006

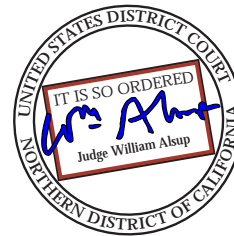
QUINN EMANUEL URQUHART
OLIVER & HEDGES, LLP

By: /s/ Albert P. Bedecarre

Attorneys for Plaintiff and Counterclaim-defendant
SILICONIX INCORPORATED

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.



Dated: July 17, 2006

The Honorable William H. Alsup
United States District Judge

PROOF OF SERVICE

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is Kirkland & Ellis LLP, 777 South Figueroa Street, Suite 3400, Los Angeles, California 90017.

On July 14, 2006, I served the foregoing document(s) described as: **STIPULATION AND [PROPOSED] ORDER DISMISSING SILICONIX'S AFFIRMATIVE DEFENSES TO THE COUNTERCLAIMS BROUGHT BY DENSO CORPORATION AND TD SCAN (U.S.A.), INC. WITHOUT PREJUDICE** on the interested parties in this action by placing true copies thereof enclosed in sealed envelopes addressed as set forth on the attached service list:

☒ **[Electronic Mail]** By sending the document(s) listed above via e-mail as an attachment in 'pdf' format to the person(s) at the e-mail address(es) set forth below.

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Attorneys for Siliconix, Inc.

☒ **[Federal]** I declare that I am employed in the office of a member of the bar of this

1 court at whose direction the service was made.

2 Executed July 14, 2006, at Los Angeles, California.

3
4 /s/ Mario Aguillon